

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION

CRU COLT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of CRU COLT CORPORATION be amended by changing the Article thereof numbered "FIRST" so that as amended said Article shall be and read as follows:

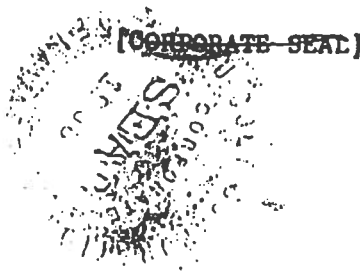
"FIRST. The name of the corporation is CRUCIBLE STEEL CORPORATION."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said CRU COLT CORPORATION has caused

its corporate seal to be hereunto affixed and this Certificate  
to be signed by E. C. GENDRON, its Vice President and JOHN A.  
KOCUR, its Assistant Secretary, this 16th day of October, 1968.

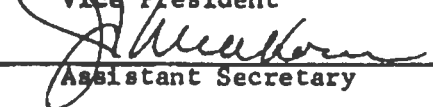


CRU COLT CORPORATION

By

  
Vice President

By

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA }  
COUNTY OF ALLEGHENY } SS:

BE IT REMEMBERED that on this 16th day of October,  
A. D. 1968, personally came before me, Joanne F. Placzek  
a Notary Public in and for the County and State aforesaid,  
E. C. GENDRON, Vice President of Cru Colt Corporation, a cor-  
poration of the State of Delaware, the corporation described in  
and which executed the foregoing certificate, known to me per-  
sonally to be such, and he, the said E. C. GENDRON, as such  
Vice President, duly executed said certificate before me and  
acknowledged the said certificate to be his act and deed and the  
act and deed of said corporation; that the signatures of the  
said Vice President and of the Assistant Secretary of said cor-  
poration to said foregoing certificate are in the handwriting  
of the said Vice President and Assistant Secretary of said cor-  
poration respectively; and that the seal affixed to said cer-  
tificate is the common or corporate seal of said corporation,  
and that the facts therein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal of office the day and year aforesaid.

[NOTARIAL SEAL]

My Commission Expires:

Joanne F. Placzek  
Notary Public

JOANNE F. PLACZEK, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES AUG. 30 1971